
YOUTUBE, INC.

a Delaware corporation

SERIES A FINANCING

CLOSING DATE: October 21, 2005

YOUTUBE, INC.

SERIES A FINANCING

CLOSING DATE: October 21, 2005

**Tab
Number**

I. Actions Taken Prior to the Closing

Action by Unanimous Written Consent of the Board of Directors of YouTube, Inc.,
dated October 20, 2005 1

Exhibit A: Amended and Restated Certificate of Incorporation (**See Tab 3**)
Exhibit B: Series A Preferred Stock Purchase Agreement (**See Tab 4**)
Exhibit C: Investors' Rights Agreement (**See Tab 6**)
Exhibit D: Right of First Refusal and Co-Sale Agreement (**See Tab 8**)
Exhibit E: Voting Agreement (**See Tab 7**)
Exhibit F: Form of Indemnification Agreement (**See Tab 14**)
Exhibit G: Form of Sequoia Capital Management Rights Letter (**See Tab 12**)
Exhibit H: Form of Sequoia Capital Board Observer Rights Letter (**See Tab 13**)

Action by Written Consent of the Stockholders of YouTube, Inc., dated October 20,
2005 2

Exhibit A: Amended and Restated Certificate of Incorporation (**See Tab 3**)

Amended and Restated Certificate of Incorporation filed in Delaware on October 20,
2005 3

II. Documents Delivered at the Closing


Series A Preferred Stock Purchase Agreement, dated October 21, 2005 4

Exhibit A: Schedule of Investors
Exhibit B: Amended and Restated Certificate of Incorporation (**See Tab 3**)
Exhibit C: Investors' Rights Agreement (**See Tab 6**)
Exhibit D: Voting Agreement (**See Tab 7**)
Exhibit E: Right of First Refusal and Co-Sale Agreement (**See Tab 8**)
Exhibit F: Schedule of Exceptions (**See Tab 5**)
Exhibit G: Compliance Certificate (**See Tab 9**)

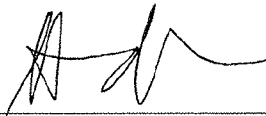
Exhibit H:	Opinion of Counsel to the Company (See Tab 11)	
Exhibit I:	Form of Sequoia Capital Management Rights Letter (See Tab 12)	
Exhibit J:	Form of Sequoia Capital Board Observer Rights Letter (See Tab 13)	
Exhibit K:	Form of Indemnification Agreement with Roelof Botha (See Tab 14)	
Schedule of Exceptions to Stock Purchase Agreement, dated October 21, 2005.....		5
Investors' Rights Agreement, October 21, 2005		6
Exhibit A:	Investors	
Exhibit B:	Founders	
Exhibit C:	Company's Address	
Voting Agreement, dated October 21, 2005.....		7
Exhibit A:	Investors	
Exhibit B:	Founders	
Right of First Refusal and Co-Sale Agreement, dated October 21, 2005.....		8
Exhibit A:	Investors	
Exhibit B:	Founders	
Exhibit C:	Notice of Share Transfer	
Compliance Certificate, dated October 21, 2005.....		9
Secretary's Certificate, dated October 21, 2005.....		10
Exhibit A:	Shareholder Resolutions (See Tab 2)	
Exhibit B:	Board Resolutions (See Tab 1)	
Exhibit C:	Amended and Restated Certificate of Incorporation (See Tab 3)	
Exhibit D:	Bylaws	
Opinion of Wilson, Sonsini, Goodrich and Rosati, Counsel to the Company, dated October 21, 2005.....		11
Sequoia Capital Management Rights Agreement, dated October 21, 2005.....		12
Sequoia Capital Board Observer Rights Letter, dated October 21, 2005.....		13
Indemnification Agreement with Roelof Botha, dated October 21, 2005.....		14
Good Standing Certificate from the Delaware Secretary of State, dated October 19, 2005.....		15
Good Standing Certificate from the California Secretary of State, dated October 14, 2005.....		16

Good Standing Certificate from the California Franchise Tax Board, dated October 20, 2005.....	17
Purchase Price Receipt, dated November 22, 2005.....	18
Copies of Series A Preferred Stock Certificates.....	19
III. <u>Payment and Receipts</u>	
Stock Certificate Receipts.....	20
IV. <u>Post Closing Documents</u>	
Form D as filed with the U.S. Securities and Exchange Commission on November 4, 2005.....	21
Form D as filed with the State of California on November 4, 2005	22

This action by unanimous written consent may be executed in any number of counterparts, each of which shall be an original instrument. This action by unanimous written consent shall be filed with the minutes of the proceedings of the Board and shall be effective as of the date first above written.



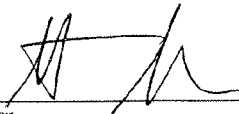
Chad Hurley



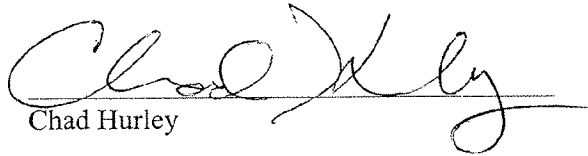
Steve Chen

This action by written consent shall be effective as of the date the Company receives the requisite consent of the Company's stockholders. By executing this action by written consent, each undersigned stockholder is giving written consent with respect to all shares of the Company's capital stock held by such stockholder in favor of the above resolutions. This action by written consent may be executed in any number of counterparts, each of which shall constitute an original and all of which together shall constitute one action. Any copy, facsimile or other reliable reproduction of this action by written consent may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction is a complete reproduction of the entire original writing. This action by written consent shall be filed with the minutes of the proceedings of the stockholders of the Company.

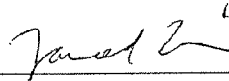
Dated: October 20, 2005



Steve Chen



Chad Hurley

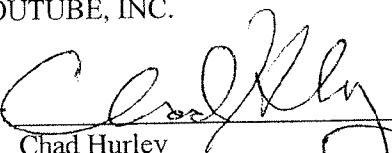


Jawed Karim

IN WITNESS WHEREOF, the parties hereto have executed this Series A Preferred Stock Purchase Agreement effective as of the date first set forth above.

COMPANY:

YOUTUBE, INC.

By 
Chad Hurley
President and Chief Executive Officer

[Signature Page to Series A Preferred Stock Purchase Agreement]

EXHIBIT A

SCHEDULE OF INVESTORS

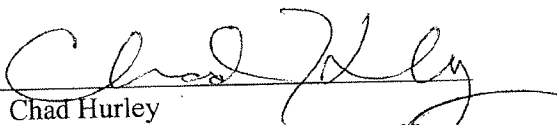
Investor	Number of Shares	Wire Transfer or Check	Conversion of Debt	Total Purchase Price
Sequoia Capital XI 3000 Sand Hill Road Building 4, Suite 180 Menlo Park, CA 94025 Attention Roelof Botha Tel: [REDACTED] Fax: [REDACTED] Email: roelof@sequoiacap.com	4,384,500	\$2,968,870.55	\$100,279.45	\$3,069,150.00
Sequoia Capital XI Principals Fund 3000 Sand Hill Road Building 4, Suite 180 Menlo Park, CA 94025 Attention Roelof Botha Tel: [REDACTED] Fax: [REDACTED] Email: roelof@sequoiacap.com	477,000	\$333,900.00	—	\$333,900.00
Sequoia Technology Partners XI 3000 Sand Hill Road Building 4, Suite 180 Menlo Park, CA 94025 Attention Roelof Botha Tel: [REDACTED] Fax: [REDACTED] Email: roelof@sequoiacap.com	138,500	\$96,950.00	—	\$96,950.00
Keith Rabois 85 Natoma Street #1 San Francisco, CA 94105 Tel: [REDACTED] Fax: [REDACTED] Email: [REDACTED]	50,000	\$35,000.00	—	\$35,000.00

<u>Investor</u>	<u>Number of Shares</u>	<u>Wire Transfer or Check</u>	<u>Conversion of Debt</u>	<u>Total Purchase Price</u>
WS Investment Company, LLC (2005A) 650 Page Mill Road Palo Alto, CA 94304 Attention: James Terranova Tel: [REDACTED] Fax: [REDACTED] Email: jterranova@wsgr.com	138,500	\$25,000.00	—	\$25,000.00
Total	5,615,500	\$3,459,720.55	\$100,279.45	\$3,560,000.00

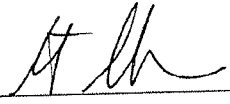
IN WITNESS WHEREOF, the parties hereto have executed this Agreement effective as of the date first written above.

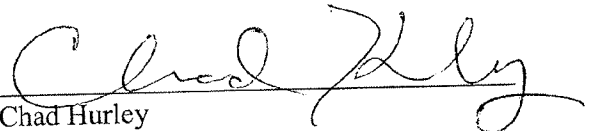
COMPANY:

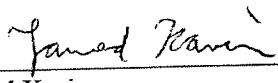
YOUTUBE, INC.

By: 
Chad Hurley
President and Chief Executive Officer

FOUNDERS:


Steve Chen


Chad Hurley


Jawed Karim